

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GREGORY L. SHIELDS, derivatively on Behalf of :
Himself and All Others Similarly Situated, :

Plaintiff, :

v. :

K. RUPERT MURDOCH, JAMES R. MURDOCH, :
LACHLAN K. MURDOCH, CHASE CAREY, DAVID :
F. DEVOE, JOEL KLEIN, ARTHUR M. SISKIND, SIR :
RODERICK I. EDDINGTON, ANDREW S.B. :
KNIGHT, THOMAS J. PERKINS, PETER L. BARNES, :
JOSE MARIA AZNAR, NATALIE BANCROFT, :
KENNETH E. COWLEY, VIET DINH, JOHN L. :
THORNTON, :

Defendants, :

and :

NEWS CORPORATION, :

Nominal Defendant. :

IRON WORKERS MID-SOUTH PENSION FUND, :
Derivatively on Behalf of NEWS CORPORATION, :

Plaintiff, :

v. :

KEITH RUPERT MURDOCH, JAMES R. MURDOCH, :
CHASE CAREY, DAVID F. DEVOE, JOEL KLEIN, :
ARTHUR M. SISKIND, LES HINTON, REBEKAH :
MARY BROOKS, LACHLAN K. MURDOCH, :
ANDREW S.B. KNIGHT, RODERICK I. :
EDDINGTON, THOMAS J. PERKINS, PETER L. :
BARNES, KENNETH E. COWLEY, VIET DINH, :
JOHN L. THORNTON, JOSE MARIA AZNAR, and :
NATALIE BANCROFT, :

Defendants, :

and :

NEWS CORPORATION, :

Nominal Defendant. :

Civil Action No.
1:11-cv-4917-PGG

ECF Case

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 7/16/13
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Civil Action No.
11-cv-5556-PGG

ECF Case

G.E. STRIKLIN, derivatively on behalf of NEWS :
CORPORATION, :

Plaintiff, :

v. :

Civil Action No. :
11 civ 5073 (PGG) :

K. RUPERT MURDOCH; NATALIE BANCROFT; :
PETER L. BARNES; CHASE CAREY; KENNETH E. :
CROWLEY; DAVID F. DEVOE; VIET DINH; JAMES :
R. MURDOCH; LACHLAN K. MURDOCH; THOMAS :
J. PERKINS; ARTHUR SISKIND; JOEL KLEIN; JOHN :
L. THORNTON; LES HINTON and PAUL V. :
CARLUCCI, :

ECF Case

Defendants, :

and :

NEWS CORPORATION, :

Nominal Defendant. :

PROPOSED ORDER TO CONSOLIDATE AND DISMISS ACTIONS

Plaintiffs Gregory L. Shields, Iron Workers Mid-South Pension Fund, and G.E. Striklin (collectively, the "Plaintiffs"), by and through their counsel, submit this Proposed Order in the above-captioned actions (the "Related Actions").

WHEREAS, in March 2011, stockholder derivative and class actions were filed in the Court of Chancery of the State of Delaware (the "Chancery Court") asserting claims against Rupert Murdoch, James Murdoch, Lachlan Murdoch, Chase Carey, David F. DeVoe, Joel Klein, Arthur M. Siskind, Roderick Eddington, Andrew S.B. Knight, Thomas J. Perkins, Peter Barnes, Jose Maria Aznar, Natalie Bancroft, Kenneth E. Cowley, Viet Dinh, and John L. Thornton for breaching their duties in connection with

News Corporation's acquisition of Shine Group Ltd, a company that was majority owned by Rupert Murdoch's daughter (the "Delaware Action").

WHEREAS, plaintiffs in the Delaware Action filed an amended complaint consolidated complaint on July 8, 2011, which added, among other things, breach of fiduciary claims relating to a phone hacking scandal at one of New Corporation's U.K. subsidiaries.

WHEREAS, beginning in July 2011, Plaintiffs filed the Related Actions, which arose from the same underlying operative facts and asserted claims that were substantially similar to the claims brought in the Delaware Action.

WHEREAS, during the pendency of the Related Actions, the parties in the Delaware Action engaged in mediation that resulted in an agreement to settle the Delaware Action.

WHEREAS, the parties in the Delaware Action filed a stipulation of settlement on May 3, 2013.

WHEREAS, the Chancery Court issued an Order and Final Judgment on June 26, 2013 approving the stipulation of settlement in the Delaware Action.

WHEREAS, Plaintiffs here consent to the dismissal of the Related Actions due to the Chancery Court's approval of the settlement.

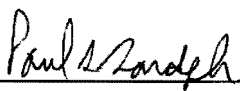
IT IS HEREBY ORDERED:

1. *Shields v. Murdoch, et al.*, Case No. 11-CV-4917 (PGG), *Iron Workers Mid-South Pension Fund v. Murdoch, et al.*, 11-CV-5556 (PGG), *G.E. Stricklin v. K. Rupert Murdoch, et al.*, 11-CV-5073 (PGG) shall be consolidated for all purposes pursuant to Rule 42 of the Federal Rules of Civil Procedure (the "Consolidated Action").

2. The Consolidated Action is hereby dismissed with prejudice as to all defendants and as to News Corporation, and against Plaintiffs and all other current stockholders. Plaintiffs and defendants shall bear their own fees, costs and expenses.

IT IS SO ORDERED

This 16th day of July, 2013.



Hon. Paul G. Gardephe
United States District Judge